

THIS ANNOUNCEMENT IS NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO OR FROM THE UNITED STATES OF AMERICA, AUSTRALIA, CANADA, JAPAN OR THE REPUBLIC OF SOUTH AFRICA OR THEIR RESPECTIVE TERRITORIES AND SHOULD NOT BE DISTRIBUTED IN, FORWARDED OR TRANSMITTED INTO ANY JURISDICTION WHERE TO DO SO MIGHT CONSTITUTE A VIOLATION OF LOCAL APPLICABLE SECURITIES LAWS OR REGULATIONS. NOTHING IN THIS ANNOUNCEMENT IS AN OFFER, OR PART OF AN OFFER, FOR SALE OF ANY SECURITIES REFERENCED HEREIN.

Terms defined in the Prospectus shall have the same meaning in this announcement unless the context otherwise requires. This announcement should be read in conjunction with the full text of the Prospectus.

## **Norcros plc** **("Norcros" or "the "Group")**

### Result of general meeting

Further to the announcement on 12 November 2009 by Norcros of the Capital Raising, the Board of Directors of Norcros is pleased to announce that each of the Resolutions proposed at the General Meeting held today at 11.00 a.m. to approve the Capital Raising and other related matters was duly passed without amendment by the required majority on a vote conducted by way of a poll. A summary of the votes received in respect of the Resolutions is set out below.

Total number of Ordinary Shares of 10 pence in the capital of the Company in issue: 148,754,684. Total number of shareholders voting: 40 representing approximately 99,975,085 million Ordinary Shares amounting to approximately 67.2% of the issued ordinary share capital.

Resolution	Shares For	Shares Against	Shares Withheld
1: Special resolution – amendment of the Company's articles of association	99,968,806	4,679	1,600
2: Ordinary resolution – sub-division of existing ordinary shares	99,950,306	23,179	1,600
3: Ordinary resolution – authority to allot new ordinary shares in connection with the Capital Raising	99,953,306	20,179	1,600
4: Special resolution – disapplication of pre-emption rights in connection with the Capital Raising	99,950,306	20,179	4,600
5: Ordinary resolution – approval of the Issue Price and the Capital Raising generally	99,951,906	20,179	3,000
6: Ordinary resolution – approval of the issue of 85,487,247 Firm Placed Shares to Lifestyle Investments *	55,451,906	20,179	44,503,000
7: Ordinary resolution – ongoing routine authority to allot shares outside of the Capital Raising	99,936,806	36,679	1,600
8: Special resolution – ongoing routine disapplication of pre-emption rights outside of the Capital Raising	99,936,806	36,679	1,600

\* In accordance with their irrevocable undertaking not to vote, the votes of Lifestyle Investments are included in the votes withheld box for resolution 6.

Further details of the Resolutions were set out in the Prospectus sent to Shareholders on 13 November 2009.

Copies of the Prospectus and the Resolutions are available at the UK Listing Authority's Document Viewing Facility, which is situated at The UK Listing Authority, 25 The North Colonnade, Canary Wharf, London E14 5HS and on the Company's website at [www.norcros.com](http://www.norcros.com). The voting figures will also be displayed shortly on the Company's website.

The Firm Placing and Placing and Open Offer remain conditional upon the Placing Agreement becoming unconditional in all respects.

It is expected that Admission will become effective, and dealings in the New Ordinary Shares will commence, at 8.00 a.m. on 4 December 2009.

### **30 November 2009**

For further information, please contact:

#### **Norcros plc**

Joseph Matthews

+44 (0)1625 549 010

Nick Kelsall

#### **Rothschild (Financial Adviser and Sponsor)**

Richard Bailey

+44 (0)161 827 3800

Greg Cant

#### **Oriel (Underwriter, Broker and Bookrunner)**

Emma Ormond

+44 (0)20 7710 7600

David Arch

Jonathan Walker

#### **College Hill (Public Relations)**

Mark Garraway

+44 (0)20 7457 2020

Adam Aljewicz

#### **Important notice:**

This announcement has been issued by and is the sole responsibility of Norcros.

Rothschild, which is authorised and regulated in the United Kingdom by the FSA, is acting as financial adviser and sponsor exclusively for the Company and no-one else in connection with the Capital Raising and Admission and will not regard any other person (whether or not a recipient of the Prospectus) as its client in relation to the Capital Raising or Admission and will not be responsible to anyone other than the Company for providing the protections afforded to

clients of Rothschild or for providing advice in connection with the Capital Raising, Admission or any other transaction or arrangement which is referred to in the Prospectus, save pursuant to any responsibility or liability which Rothschild has under FSMA or the regulatory regime established under FSMA.

Oriel, which is authorised and regulated in the United Kingdom by the FSA, is acting as bookrunner, underwriter and broker exclusively for the Company and no-one else in connection with the Capital Raising and Admission and will not regard any other person (whether or not a recipient of the Prospectus) as its client in relation to the Capital Raising or Admission and will not be responsible to anyone other than the Company for providing the

protections afforded to clients of Oriel or for providing advice in connection with the Capital Raising, Admission or any other transaction or arrangement which is referred to in the Prospectus, save pursuant to any responsibility or liability which Oriel has under FSMA or the regulatory regime established under FSMA.

This announcement is an advertisement. It is not a prospectus and investors should not subscribe for or purchase any shares referred to in this announcement except on the basis of information contained in the Prospectus which was sent to shareholders on 13 November 2009. The Prospectus is available on Norcros' website and will be available for inspection at the UK Listing Authority's announcement viewing facility.

This announcement does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, any New Ordinary Shares, nor shall it (or any part of it), or the fact of its distribution, form the basis of, or be relied on in connection with or act as any inducement to enter into, any contract or commitment whatsoever with respect to the proposed Firm Placing and Placing and Open Offer or otherwise.

The information in this announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The securities mentioned herein have not been, and will not be, registered under the United States Securities Act of 1933 (the "Securities Act"). The securities mentioned herein may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act. There will be no public or other offer of securities in the United States.

The distribution of this announcement in certain jurisdictions may be restricted by law and such distribution could result in violation of the laws of such jurisdictions. In particular, this announcement is not for distribution in the Excluded Territories.

The information in this announcement may not be forwarded or distributed to any other person and may not be reproduced in any manner whatsoever. Any forwarding, distribution, reproduction or disclosure of this information in whole or in part is unauthorised. Failure to comply with this restriction may result in a violation of the Securities Act or the applicable laws of other jurisdictions.